HT Media Limited

CIN: L22121DL2002PLC117874

Registered Office: Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001

Ph.: +91 11 6656 1608 Fax: +91 11 6656 1445

E-mail: corporatedept@hindustantimes.com website: www.htmedia.in

Notice of Annual General Meeting

NOTICE is hereby given that the Twelfth Annual General Meeting of the Members of **HT Media Limited** will be held on Tuesday, the 16th September, 2014 at 11:00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1

To receive, consider and adopt the audited financial statements including consolidated financial statements of the Company for the financial year ended 31st March, 2014 and the reports of the Board of Directors and Auditors thereon.

ITEM NO. 2

To declare dividend on Equity Shares for the financial year ended 31st March, 2014.

ITEM NO. 3

To appoint a Director in place of Shri Shamit Bhartia (holding DIN: 00020623) who retires from office by rotation, and being eligible, offers himself for re-appointment.

ITEM NO. 4

To appoint Auditors and fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S.R. Batliboi & Co., LLP, Chartered Accountants [Firm Registration No. 301003E], be and are hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Fourteenth AGM to be held in the calendar year 2016 (subject to ratification of their appointment by the members at the Thirteenth AGM to be held in the calendar year 2015), on such remuneration as may be agreed upon between the Board of Directors and the Auditors, in addition to the reimbursement of Service Tax and out of pocket expenses in connection with audit of the accounts of the Company."

SPECIAL BUSINESS

ITEM NO. 5

To appoint Shri N.K. Singh as an Independent Director and in this regard, to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri N.K. Singh (holding DIN: 00020669), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2019."

ITEM NO. 6

To appoint Shri K.N. Memani as an Independent Director and in this regard, to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri K.N. Memani (holding DIN: 00020696), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2019."

ITEM NO. 7

To appoint Shri Ajay Relan as an Independent Director and in this regard, to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Ajay Relan (holding DIN: 00002632), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2019."

ITEM NO. 8

To appoint Dr. Mukesh Aghi as an Independent Director and in this regard, to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Dr. Mukesh Aghi (holding DIN: 00292205), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2019."

ITEM NO. 9

To revise remuneration of Smt. Shobhana Bhartia, Chairperson and Editorial Director of the Company and in this regard, to consider, and if thought fit, to pass the following resolutions as **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other consents and approvals as may be required, consent of the Company be and is hereby accorded for revision in remuneration of Smt. Shobhana Bhartia (holding DIN: 00020648), Chairperson and Editorial Director of the Company with effect from 1st April, 2014, as set out below, for the remaining period of her present tenure of appointment, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013:-

1.	Basic Salary	Rs.20,00,000/- per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, subject however to a ceiling of Rs.40,00,000/- per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of the basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas/Water/ Electricity	Actual expenditure upto a maximum of Rs.18,00,000/- per annum.
4.	Medical Expenses	Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year or three months' basic salary over a period of three years.
5.	Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company.
6.	Club Fees	Membership of one Club in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Chairperson and Editorial Director on any official trip as per Rules of the Company.
8.	Car & Telephone	The Company shall provide car with driver and telephone at the residence of the Chairperson and Editorial Director, for the Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed one month's basic salary.
10.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
11.	Gratuity	Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
12.	Superannuation	Contribution to Superannuation Fund, if any shall be as per Rules of the Company.
13.	Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior Officers of the Company as per Rules of the Company, from time to time.

The next salary increment will be due on 1st April, 2015.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or inadequate profits, the remuneration as decided by the Board from time to time, shall be paid to Smt. Shobhana Bhartia as minimum remuneration with the approval of the Central Government, if required.

RESOLVED FURTHER THAT so long as Smt. Shobhana Bhartia functions as Chairperson & Editorial Director of the Company, she will not be paid any fees for attending the meetings of the Board or any Committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of revision in remuneration of Smt. Shobhana Bhartia as aforesaid without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 10

To revise remuneration of Shri Priyavrat Bhartia, Whole-time Director of the Company and in this regard, to consider, and if thought fit, to pass the following resolutions as **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), and such other consents and approvals as may be required, consent of the Company be and is hereby accorded for revision in remuneration of Shri Priyavrat Bhartia (holding DIN: 00020603), Whole-time Director of the Company with effect from 1st April, 2014, as set out below, for the remaining period of his present tenure of appointment, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013:-

1.	Basic Salary	Rs.12,00,000/- per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, subject however to a ceiling of Rs. 25,00,000/- per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of the basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas/Water/ Electricity	Actual expenditure upto a maximum of Rs.12,00,000/- per annum.
4.	Medical Expenses	Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year or three months basic salary over a period of three years.
5.	Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company.
6.	Club Fees	Membership of one club in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Whole-time Director on any official trip as per rules of the Company.
8.	Car & Telephone	The Company shall provide car with driver and telephone at the residence of the Whole-time Director, for the Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed one month's basic salary.

10.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
11.	Gratuity	Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
12.	Superannuation	Contribution to Superannuation Fund, if any shall be as per Rules of the Company.
13.	Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior Officers of the Company as per Rules of the Company, from time to time.

The next salary increment will be due on 1st April, 2015.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or inadequate profits, the remuneration as decided by the Board from time to time, shall be paid to Shri Priyavrat Bhartia as minimum remuneration with the approval of the Central Government, if required.

RESOLVED FURTHER THAT so long as Shri Priyavrat Bhartia functions as Whole-time Director of the Company, he will not be paid any fees for attending the meetings of the Board or any Committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of revision in remuneration of Shri Priyavrat Bhartia as aforesaid without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution. "

ITEM NO. 11

To revise remuneration of Shri Shamit Bhartia, Whole-time Director of the Company and in this regard to, consider, and if thought fit, to pass the following resolutions as **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), and such other consents and approvals as may be required, consent of the Company be and is hereby accorded for revision in remuneration of Shri Shamit Bhartia (holding DIN: 00020623), Whole-time Director of the Company with effect from 1st April, 2014, as set out below, for the remaining period of his present tenure of appointment, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013:-

1.	Basic Salary	Rs.12,00,000/- per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, subject however to a ceiling of Rs.25,00,000/- per month.
2.	Housing	Fully furnished residential accommodation, the cost of which shall not exceed 60% of the basic salary per annum or House Rent Allowance in lieu thereof.
3.	Gas/Water/ Electricity	Actual expenditure upto a maximum of Rs.12,00,000/- per annum.
4.	Medical Expenses	Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year or three months basic salary over a period of three years.
5.	Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company.
6.	Club Fees	Membership of one club in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Whole-time Director on any official trip as per rules of the Company.
8.	Car & Telephone	The Company shall provide car with driver and telephone at the residence of the Whole-time Director, for the Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed one month's basic salary.
10.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
11.	Gratuity	Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
12.	Superannuation	Contribution to Superannuation Fund, if any shall be as per Rules of the Company.
13.	Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior Officers of the Company as per Rules of the Company, from time to time.

The next salary increment will be due on 1st April, 2015.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or inadequate profits, the remuneration as decided by the Board from time to time, shall be paid to Shri Shamit Bhartia as minimum remuneration with the approval of the Central Government, if required.

RESOLVED FURTHER THAT so long as Shri Shamit Bhartia functions as Whole-time Director of the Company, he will not be paid any fees for attending the meetings of the Board or any Committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of revision in remuneration of Shri Shamit Bhartia as aforesaid without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 12

To re-appoint Shri Rajiv Verma as Whole-time Director of the Company designated as Chief Executive Officer and in this regard, to consider, and if thought fit, to pass the following resolutions as **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), and such other consents and approvals as may be required, consent of the Company be and is hereby accorded for re-appointment of Shri Rajiv Verma (holding DIN: 00017110) as Whole-time Director of the Company designated as Chief Executive Officer, for a period of 5 (five) years with effect from 1st April, 2014, including payment of remuneration on the terms and conditions as set out below, with liberty to the Board of Directors to alter and vary the terms and conditions, not exceeding the limits specified under Schedule V to the Companies Act, 2013:-

1.	Salary and Special Pay	Rs.22,26,667/- per month including Salary of Rs. 13,75,000/- per month, with authority to Chairperson to revise the Salary and Special Pay from time to time, subject however to a ceiling of Rs. 40,00,000/- per month.
2.	Housing	Either Company's owned/hired/leased fully-furnished residential accommodation, or House Rent Allowance of equivalent amount in lieu thereof, or a combination of both, the cost of which shall not exceed Rs. 5,41,667/- per month, with authority to Chairperson to revise the limit from time to time, subject however to a ceiling of Rs. 12,00,000/- per month.
3.	Gas/Water/ Electricity	Reimbursement of actual expenditure upto a maximum of Rs. 15,00,000/- per annum.
4.	Medical re-imbursement	Re-imbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's Salary in a year or three months' Salary over a period of three years.
5.	Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company upto a maximum of Rs. 8,00,000/- per annum with authority to Chairperson to revise the Leave Travel Allowance from time to time, subject however to a ceiling of Rs. 20,00,000/- per annum.
6.	Club Fees	Membership of two clubs in India (including admission and membership fee).
7.	Entertainment expenses and other business expenses	Entertainment expenses incurred for the business of the Company shall be reimbursed as per Rules of the Company. Reimbursement of travelling expenses of spouse accompanying the Whole-time Director on any official trip as per Rules of the Company.
8.	Car & Telephone	The Company shall provide two car(s) with driver and telephone at the residence of the Whole-time Director, for Company's business.
9.	Personal Insurance	For an amount, premium of which shall not exceed Rs. 10,00,000/- per annum.
10.	PF Contribution	Contribution to Provident Fund shall be as per Rules of the Company.
11.	Gratuity	Gratuity payable shall not exceed half a month's Salary for each completed year of service.
12.	Superannuation	Contribution to Superannuation Fund, if any shall be as per Rules of the Company.
13.	Other allowances, benefits, perquisites and variable pay	Aggregate of - (i) any other allowances, benefits, perquisites admissible to senior Officers of the Company as per Rules of the Company from time to time; and (ii) variable pay to be fixed by Chairperson on the basis of Company's performance, upto a maximum of 300% of aggregate of extant salary, special pay, housing etc. under (1) to (12) above, per annum.

Shri Rajiv Verma will also be entitled to Stock Options as per Company policy from time to time. The next salary increment will be due on 1st April, 2015.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits, the remuneration as decided by the Board from time to time, shall be paid to Shri Rajiv Verma as minimum remuneration with the approval of the Central Government, if required.

RESOLVED FURTHER THAT so long as Shri Rajiv Verma functions as Whole-time Director of the Company designated as Chief Executive Officer, he will not be paid any fees for attending the meetings of the Board or any Committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of re-appointment of Shri Rajiv Verma as aforesaid without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board

(Dinesh Mittal)
Group General Counsel & Company Secretary

Place: New Delhi
Date: 14th August, 2014

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend the meeting and vote on a Poll, if any, in his / her stead and the proxy need not to be a Member of the Company. The instrument appointing proxies, in order to be effective, must be received by the Company at the Registered Office, not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to this Notice.**

   A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting (Item Nos. 5 to 12 of the Notice) is annexed hereto.
5. As required by Clause 49 of the Listing Agreement entered into with the stock exchanges, the relevant details of Shri Shamit Bhartia, Shri N.K. Singh, Shri K.N Memani, Shri Ajay Relan, Dr. Mukesh Aghi, and Shri Rajiv Verma, Directors, are annexed herewith.
6. Copy of the Board resolutions dated 9th May, 2014, Shareholders' resolutions dated 2nd August, 2010, 27th July, 2011 and 27th August 2013, copy of draft letter of appointment of Independent Directors and Written Memorandum under Section 190 of the Companies Act, 2013 dated 9th May, 2014 are open for inspection at all working days except Saturday during 10.00 a.m. to 5.00 p.m. upto the date of the Annual General Meeting.
7. Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 9th September, 2014 to Tuesday, the 16th September, 2014 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares declared at the meeting, if any.
8. The Company has obtained a certificate from the Auditors of the Company certifying that 'HTML Employee Stock Option Scheme 2005' and 'HTML Employee Stock Option Scheme 2009' is implemented in accordance with the SEBI (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time, and the resolution passed by the Members in the general meeting.

The certificate will be available at the venue of AGM for inspection by members.

9. Dividend on Equity Shares, if declared at the meeting, shall be paid on or after Friday, the 19th September, 2014, to the shareholders whose names appear on the Register of Members of the Company on Tuesday, the 16th September, 2014. In case of shares held in dematerialized form, the dividend thereon shall be paid to the beneficial owners, as per list provided by the depositories for the said purpose.

10. Members are requested to visit the website of the Company *viz.* www.htmedia.in for viewing the quarterly and annual financial results and for more information on the Company.

11. Shareholders are requested to participate in the green initiative in Corporate Governance by providing their name, shareholding details, e-mail id and consent to receive the Annual Reports and other documents permissible to be sent through electronic mode, by sending e-mail at htm.cs@karvy.com. For any other investor-related queries, communication may also be sent by e-mail to investor@hindustantimes.com.

12. Karvy Computershare Private Limited ("Karvy")is the Registrar & Share Transfer Agent of the Company. All investor related communication may be addressed to Karvy at the following address:

    Karvy Computershare Private Limited
    Unit: HT Media Limited
    Plot Nos. 17-24, Vittalrao Nagar
    Madhapur,
    Hyderabad - 500 081 (India)
    Tel : + 91-40-2342 0818
    Fax : + 91-40-2342 0814
    E-mail: einward.ris@karvy.com

13. Shareholders who have not encashed/received dividend for the financial years ended on 31st March, 2007 to 31st March, 2013 may please approach the Company and/or Karvy for payment of such unpaid dividend.

14. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in prescribed form (which will be made available on request) to Karvy.

15. For effecting changes in address / bank details / NECS (National Electronic Clearing Services) mandate; members are requested to notify:

    (i) Karvy, if shares are held in physical form; and
    (ii) their respective Depository Participant (DP), if shares are held in electronic form.

16. Members/Proxies are requested to kindly note the following:

    (i) copies of Annual Report will not be distributed at the venue of the meeting;
    (ii) Attendance Slip, sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
    (iii) entry to the hall will be in exchange for duly completed and signed Attendance Slips; and
    (iv) in all correspondence with the Company and/or Karvy, Folio No. or DP ID & Client ID No., as the case may be, must be quoted.

17. Members are requested to send their queries, if any, on the operations of the Company, to reach the Company Secretary at the Company's Registered Office, atleast 5 days before the meeting, so that the information can be compiled in advance.

18. The Notice of the Annual General Meeting and Annual Report of the Company for the year 2013-14 circulated to the members is available on the Company's website, *viz.* www.htmedia.in.

19. **Members may please note that briefcase, bag, mobile phone and/or eatables shall not be allowed to be taken inside the hall for security reasons.**

20. **In compliance with provisions of Section 108 of the Companies Act, 2013 & Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to extend to its members the facility to exercise their right to vote at this Annual General Meeting by electronic means and the business may be transacted through e-Voting services provided by Karvy Computershare Private Limited.**

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

A. The procedure and instructions for e-voting are as follows:

i) Open your web browser during the voting period and navigate to **'https://evoting.karvy.com'**

ii) Enter the login credentials (i.e., user-id & password) mentioned in a separate communication annexed to this notice. Your Folio no./DP and Client ID will be your User-ID.

User - ID	For Members holding shares in Demat Form:- a) With NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) With CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event number followed by Folio Number registered with the Company
Password	Your unique password is printed on the separate communication annexed to this Notice/forwarded via email through electronic notice
Captcha	For security reasons, enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed.

iii) After entering these details appropriately, click on "LOGIN".

iv) Members holding shares in Demat/Physical form will now reach Password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be of minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat account holders for voting on resolution of any other company in which they are eligible to vote, provided that company opts for e-voting through Karvy's e-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc. on first login. You may also enter the 'Secret Question' and 'Answer' of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v) You need to login again with the new credentials.

vi) On successful login, system will prompt to select the 'Event' i.e. 'HT Media Limited'.

vii) If you are holding shares in Demat form and had logged on to https://evoting.karvy.com and casted your vote earlier for any company, then your existing login id and password are to be used.

viii) On the voting page, you will see resolution description and against the same, the option 'FOR' or 'AGAINST' for voting. Enter the number of shares (which represents number of votes) under 'FOR' or 'AGAINST' or alternatively, you may partially enter any number in option 'FOR' and partially in option 'AGAINST', but the total number of 'FOR' or 'AGAINST' taken together should not exceed your total shareholding in the Company.

ix) After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.

x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote subsequently.

xi) Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the Authorized Representative(s), to the Scrutinizer through e-mail: investor@hindustantimes.com with copy to evoting@karvy.com. They may upload the same in the e-voting module in their login. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event No.".

xii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of 'https://evoting.karvy.com' or contact M/s Karvy Computershare Private Limited at Telephone No: 040 4465 5000 (Toll Free No.: 1800 345 4001).

Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent AGM Notice by e-mail and to others are being sent by speed/registered post.

B. **In case a Member receives physical copy of the Notice of AGM** [for members whose email IDs are not registered with the Depository Participants(s)]:

(i) Initial password is provided in a separate communication annexed to this notice.

(ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast your vote.

C. Members can cast their vote online from 0930 hours (Server time) on Wednesday, the 10th September, 2014 till 1730 hours (Server time), Friday, the 12th September, 2014. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 1st August, 2014, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled by Karvy for e-voting thereafter.

D. Shri N C Khanna, Practicing Company Secretary (C.P. No. 5143), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

E. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairperson/ Company Secretary of the Company.

F. Those Members who have cast their vote electronically, cannot modify the same or vote at the Annual General Meeting. However, they can attend the meeting and participate in the discussions.

G. The results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.htmedia.in and on the website of Karvy within two (2) days of passing of the resolutions at the AGM of the Company and the results shall also be communicated to BSE and NSE.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Shri N.K. Singh is an Independent Director of the Company since 9th December, 2004. Shri N.K. Singh is the Chairman of the Stakeholders' Relationship Committee, Clause 41 Committee and member of Audit Committee, Nomination & Remuneration Committee, Banking & Finance Committee, Investment Committee and Corporate Social Responsibility Committee of the Board of Directors of the Company.

Shri N.K. Singh retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri N.K. Singh being eligible, and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. The Company has also received declaration(s) from Shri N.K. Singh that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Shri N.K. Singh is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

A notice has been received from a member proposing Shri N.K. Singh as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri N.K. Singh fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri N.K. Singh as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri N.K. Singh as an Independent Director, not liable to retire by rotation, in terms of applicable provisions of the Companies Act, 2013, for approval by the members of the Company. Copy of the draft letter of appointment of Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Shri N.K. Singh is interested in the resolution set out at Item no. 5 of the Notice with regard to his appointment. The relatives of Shri N.K. Singh may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution mentioned in Item no. 5 of the Notice is recommended for your approval.

ITEM NO. 6

Shri K.N. Memani is an Independent Director of the Company since 5th May, 2004. Shri K.N. Memani is the Chairman of Audit Committee, Nomination & Remuneration Committee and Risk Management Committee and member of Clause 41 Committee of the Board of Directors of the Company.

Shri K.N. Memani is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri K.N. Memani being eligible, and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. The Company has also received declaration(s) from Shri K.N. Memani that he meets with the criteria of independence as prescribed under both sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Shri K.N. Memani is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

A notice has been received from a member proposing Shri K.N. Memani as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri K.N. Memani fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri K.N. Memani as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri K.N. Memani as an Independent Director, not liable to retire by rotation, in terms of applicable provisions of the Companies Act, 2013, for approval by the members of the Company. Copy of the draft letter of appointment of Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Shri K.N. Memani is interested in the resolution set out at Item no. 6 of the Notice with regard to his appointment. The relatives of Shri K.N. Memani may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution mentioned in Item no. 6 of the Notice is recommended for your approval.

ITEM NO. 7

Shri Ajay Relan is an Independent Director of the Company since 24th August, 2009. Shri Ajay Relan is a member of the Audit Committee, Stakeholders' Relationship Committee and Clause 41 Committee of the Board of Directors of the Company.

Shri Ajay Relan is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Ajay Relan being eligible, and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. The Company has also received declaration(s) from Shri Ajay Relan that he meets with the criteria of independence as prescribed under both sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Shri Ajay Relan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

A notice has been received from a member proposing Shri Ajay Relan as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Ajay Relan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Ajay Relan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Ajay Relan as an Independent Director, not liable to retire by rotation, in terms of the applicable provisions of the Companies Act, 2013, for the approval by the members of the Company. Copy of the draft letter of appointment of Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Shri Ajay Relan is interested in the resolution set out at Item no. 7 of the Notice with regard to his appointment. The relatives of Shri Ajay Relan may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution mentioned in Item no. 7 of the Notice is recommended for your approval.

ITEM NO. 8

Dr. Mukesh Aghi is Independent Director of the Company since 19th December, 2011. Dr. Mukesh Aghi is member of the Nomination & Remuneration Committee of the Board of Directors of the Company.

Dr. Mukesh Aghi is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Dr. Mukesh Aghi being eligible, and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. The Company has also received declaration(s) from Dr. Mukesh Aghi that he meets with the criteria of independence as prescribed under both sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Dr. Mukesh Aghi is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

A notice has been received from a member proposing Dr. Mukesh Aghi as a candidate for the office of Director of the Company.

In the opinion of the Board, Dr. Mukesh Aghi fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Mukesh Aghi as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Dr. Mukesh Aghi as an Independent Director, not liable to retire by rotation, in terms of applicable provisions of the Companies Act, 2013, for approval by the members of the Company. Copy of the draft letter of appointment of Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Dr. Mukesh Aghi is interested in the resolution set out at Item no. 8 of the Notice with regard to his appointment. The relatives of Dr. Mukesh Aghi may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

The resolution mentioned in Item no. 8 of the Notice is recommended for your approval.

ITEM NO. 9

The Board of Directors of the Company had re-appointed Smt. Shobhana Bhartia as Chairperson and Editorial Director of the Company, w.e.f. 1st July, 2013 for a period of 5 (five) years, which was approved by the members at their Eleventh Annual General Meeting held on 27th August, 2013.

The Board of Directors of the Company at its meeting held on 9th May, 2014 have, subject to approval of the members at their general meeting, approved revision in remuneration payable to Smt. Shobhana Bhartia w.e.f. 1st April, 2014 for the remaining period of her present tenure as Chairperson and Editorial Director.

Smt. Shobhana Bhartia has been associated with the Company since incorporation and has been instrumental in formulation of long-term vision and strategy of the Company. As Editorial Director, she is in charge of formulating and directing the editorial policies of the Company. She has more than 25 years of experience in the newspaper industry. In the year 2006, she was honoured by the Government of India with *"Padma Shri"*. In addition, she has also received several awards including Media Person of the Year 2012 at IAA Leadership Awards, Businesswoman of the Year (2007) by The Economic Times, Entrepreneur of the Year (2005) by Ernst and Young and Global Leader of Tomorrow (1996) by the World Economic Forum, Davos. She is a former member of Rajya Sabha, the Upper House of Indian Parliament.

The Written Memorandum under Section 190 of the Companies Act, 2013 setting out the revised remuneration of Smt. Shobhana Bhartia as Chairperson and Editorial Director would be available for inspection without any fee by the members at the registered office of the Company between 10.00 a.m. and 5.00 p.m. on any working day except Saturday.

Members' approval is required for the proposed revision in remuneration. The Board recommends the resolution set out in item no. 9 of the Notice for your approval.

Smt. Shobhana Bhartia is interested in the resolutions set out at Item no. 9 of the Notice with regard to her revised remuneration. The relatives of Smt. Shobhana Bhartia may be deemed to be interested in the resolution set out at Item no. 9 of the Notice, to the extent of their shareholding interest, if any, in the Company. None of the other Directors except Shri Priyavrat Bhartia and Shri Shamit Bhartia / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 10

The Board of Directors of the Company had re-appointed Shri Priyavrat Bhartia as Whole-time director w.e.f. 1st February, 2011 for a period of 5 (five) years which was approved by the members at their Ninth Annual General Meeting held on 27th July, 2011.

The Board of Directors of the Company at its meeting held on 9th May, 2014 have, subject to approval of the members at their general meeting, approved revision in remuneration payable to Shri Priyavrat Bhartia w.e.f. 1st April, 2014 for the remaining period of his present tenure as Whole-time Director of the Company.

Shri Priyavrat Bhartia is actively involved in the business policy decisions of the Company. He holds a Bachelor's degree in Economics from Dartmouth College, USA and MBA from Stanford University, USA. He has also worked as Financial Analyst in Wasserstein Perella & Co., New York.

The Written Memorandum under Section 190 of the Companies Act, 2013 setting out the revised remuneration of Shri Priyavrat Bhartia as Whole-time Director would be available for inspection without any fee by the members at the registered office of the Company between 10.00 a.m. and 5.00 p.m. on any working day except Saturday.

Members' approval is required for the proposed revision in remuneration. The Board recommends the resolutions set out in item no. 10 of the Notice for your approval.

Shri Priyavrat Bhartia is interested in the resolutions set out at Item no. 10 of the Notice with regard to his revised remuneration. The relatives of Shri Priyavrat Bhartia may be deemed to be interested in the resolution set out at Item no. 10 of the Notice, to the extent of their shareholding interest, if any, in the Company. None of the other Directors except Smt. Shobhana Bhartia and Shri Shamit Bhartia / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 11

The Board of Directors of the Company had re-appointed Shri Shamit Bhartia as Whole-time Director w.e.f. 1st September, 2013 for a period of 5 (five) years which was approved by the members at their Eleventh Annual General Meeting held on 27th August, 2013.

B. The Board of Directors of the Company at its meeting held on 9th May, 2014 have, subject to approval of the members at their general meeting, approved revision in remuneration payable to Shri Shamit Bhartia w.e.f. 1st April, 2014 for the remaining period of his present tenure as Whole-time Director of the Company.

Shri Shamit Bhartia has been associated with the Company since incorporation and is actively involved in the business policy decisions of the Company. He holds a Degree in Economics from Dartmouth College, USA. He has also worked in the Corporate Finance and M&A Group of Lazard Frere, New York.

C. The Written Memorandum under Section 190 of the Companies Act, 2013 setting out the revised remuneration of Shri Shamit Bhartia as Whole-time Director would be available for inspection without any fee by the members at the registered office of the Company between 10.00 a.m. and 5.00 p.m. on any working day except Saturday.

D. Members' approval is required for the proposed revision in remuneration. The Board recommends the resolutions set out in item no. 11 of the Notice for your approval.

E. Shri Shamit Bhartia is interested in the resolutions set out at Item no. 11 of the Notice with regard to his revised remuneration. The relatives of Shri Shamit Bhartia may be deemed to be interested in the resolution set out at Item no. 11 of the Notice, to the extent of their shareholding interest, if any, in the Company. None of the other Directors except Smt. Shobhana Bhartia and Shri Priyavrat Bhartia / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

F.

ITEM NO. 12

G. The members of the Company at their Annual General Meeting held on 2nd August, 2010 had approved appointment of Shri Rajiv Verma as Whole-time Director designated as Chief Executive Officer of the Company with effect from 1st September, 2009 for a period of 5 (five) years, including payment of remuneration. The said tenure of Shri Rajiv Verma will end on 31st August, 2014.

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The Board of Directors of the Company at its meeting held on 9th May, 2014 have, subject to the approval of members at their general meeting, approved the re-appointment of Shri Rajiv Verma as Whole-time Director designated as Chief Executive Officer for a further period of 5 years w.e.f. 1st April, 2014 including payment of remuneration.

Shri Rajiv Verma is actively involved in the business policy decisions of the Company. He holds a Mechanical Engineering from Delhi College of Engineering and was a student of AMP Class of 2001 at Kellogg Business School, Northwestern University. Shri Rajiv Verma has more than 28 years of working experience at senior positions in Hindustan Unilever Limited, Nestle and Whirlpool, across the geographies of India, South East Asia and Europe.

The Written Memorandum under Section 190 of the Companies Act, 2013 setting out terms of re-appointment of Shri Rajiv Verma as Whole-time Director designated as Chief Executive Officer, would be available for inspection without any fee by the members at the registered office of the Company between 10.00 a.m. and 5.00 p.m. on any working day except Saturday.

Members' approval is required for the re-appointment of Shri Rajiv Verma as Whole-time Director designated as Chief Executive Officer for a period of 5 years w.e.f. 1st April, 2014 and payment of remuneration as set out in the resolution. The Board recommends the resolutions set out in Item no. 12 of the Notice for your approval.

Shri Rajiv Verma is interested in the resolutions set out at Item no. 12 of the Notice with regard to his re-appointment. The relatives of Shri Rajiv Verma may be deemed to be interested in the resolution set out at Item no.12 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board

(Dinesh Mittal)
Group General Counsel & Company Secretary

Place: New Delhi
Date: 14th August, 2014

Details of the Directors seeking appointment / re-appointment in the Twelfth Annual General Meeting to be held on 16th September, 2014, pursuant to Clause 49 of Listing Agreement of Stock Exchanges

Name of Director	Shri Shamit Bhartia	Shri N.K. Singh	Shri K.N. Memani	Shri Ajay Relan	Dr. Mukesh Aghi	Shri Rajiv Verma
Date of Birth	27.04.1979	27.01.1941	01.01.1939	09.12.1953	10.03.1956	16.09.1958
Relationship with other Directors inter-se	Son of Smt. Shobhana Bhartia and brother of Shri Priyavrat Bhartia	None	None	None	None	None
Date of Appointment	03.12.2002	09.12.2004	05.05.2004	24.08.2009	19.12.2011	01.09.2009
Expertise in specific functional areas	Industrialist	Economist and retired bureaucrat; Former Member of Rajya Sabha	Business and Corporate Advisory, Foreign Taxation, Financial Consultancy	Investment Banker	Online Pedagogy, International Relations Security, Cyber Security, Strategic Management, Global Organization Behavior	General management and establishing foreign collaborations
Qualification	Degree in Economics (Dartmouth College, USA)	M.A. in Economics (Delhi School of Economics); IAS (Retd.)	Chartered Accountant	B.A. (Hons.) in Economics (St. Stephen's College, Delhi University); MBA (IIM, Ahmedabad)	BA (Middle East College, Beirut, Lebanon); MBA (Andrews University); Ph.D in International Relations (Claremont Graduate University, California); Advanced Management Diploma (Harvard Business School)	Degree in Mechanical Engineering (Delhi College of Engineering); Student of AMP Class of 2001 at Kellogg Business School (Northwestern University)
No. of Equity Shares of Rs. 2/- each held in the Company	6 (Five shares jointly held with The Hindustan Times Limited)	NIL	NIL	NIL	NIL	1
List of other companies in which Directorships are held	• The Hindustan Times Limited • Hindustan Media Ventures Limited • The Birla Cotton Spg. & Wvg. Mills Limited • Firefly e-Ventures Limited • HT Digital Media Holdings Limited • HT Learning Centers Limited • Goldmerry Investment & Trading Company Limited • Jubilant Industries Limited • Jubilant Agri & Consumer Products Limited • BCM Holding Limited • Birla Real Estate Limited • Earthstone Investment & Finance Limited	NIL	• Chambal Fertilisers & Chemicals Limited • AEGON Religare Life Insurance Company Limited • Emami Limited • Great Eastern Energy Corporation Limited • ICICI Venture Funds Management Company Limited • JK Lakshmi Cement Limited • National Engg. Industries Limited • Spice Mobility Limited • DLF Limited • Smart Ventures Limited	• Hindustan Media Ventures Limited • NTL Electronics India Limited • Thyrocare Technologies Limited • Security and Intelligence Services (India) Limited • Bluechip Technologies Limited • Indian City Proper Limited	• Larsen & Toubro Infotech Limited	• Hindustan Media Ventures Limited • HT Music and Entertainment Company Limited • Firefly e-Ventures Limited • HT Digital Media Holdings Limited • HT Education Limited • HT Mobile Solutions Limited • HT Learning Centers Limited • Topmovies Entertainment Limited

contd...

Name of Director	Shri Shamit Bhartia	Shri N.K. Singh	Shri K.N. Memani	Shri Ajay Relan	Dr. Mukesh Aghi	Shri Rajiv Verma
List of the Committee of Board of Directors (across all companies) in which Chairmanship/ Membership is held	**Chairman** • Audit Committee of Firefly e-Ventures Limited **Member** • Audit Committee of HT Media Limited • Audit Committee of HT Digital Media Holdings Limited • Audit Committee of HT Learning Centers Limited	**Chairman** • Stakeholders' Relationship Committee of HT Media Limited **Member** • Audit Committee of HT Media Limited	**Chairman** • Audit Committee of Great Eastern Energy Corporation Limited • Audit Committee of DLF Limited • Audit Committee of ICICI Venture Funds Management Company Limited • Audit Committee of Spice Mobility Limited • Audit Committee of HT Media Limited **Member** • Shareholders' Grievance Committee of Great Eastern Energy Corporation Limited • Audit Committee of National Engg. Industries Limited • Audit Committee of AEGON Religare Life Insurance Company Limited • Audit Committee of Chambal Fertilisers & Chemicals Limited	**Chairman** • Stakeholders' Relationship Committee of Hindustan Media Ventures Limited **Member** • Audit Committee of Hindustan Media Ventures Limited • Audit Committee of HT Media Limited • Stakeholders' Relationship Committee of HT Media Limited	NIL	**Member** • Stakeholders' Relationship Committee of Hindustan Media Ventures Limited • Audit Committee of Firefly e-Ventures Limited • Audit Committee of HT Digital Media Holdings Limited • Audit Committee of HT Education Limited • Audit Committee of HT Mobile Solutions Limited • Audit Committee of HT Learning Centers Limited

Notes: 1. As per latest disclosures received from Directors, the directorship(s) mentioned above do not include directorship(s) of foreign companies, Section 8 companies and private limited companies.
2. Pursuant to Clause 49 of the Listing Agreement, only two Committees viz. Audit Committee and Stakeholders' Relationship/ Shareholders'/Investors' Grievance Committee have been considered.